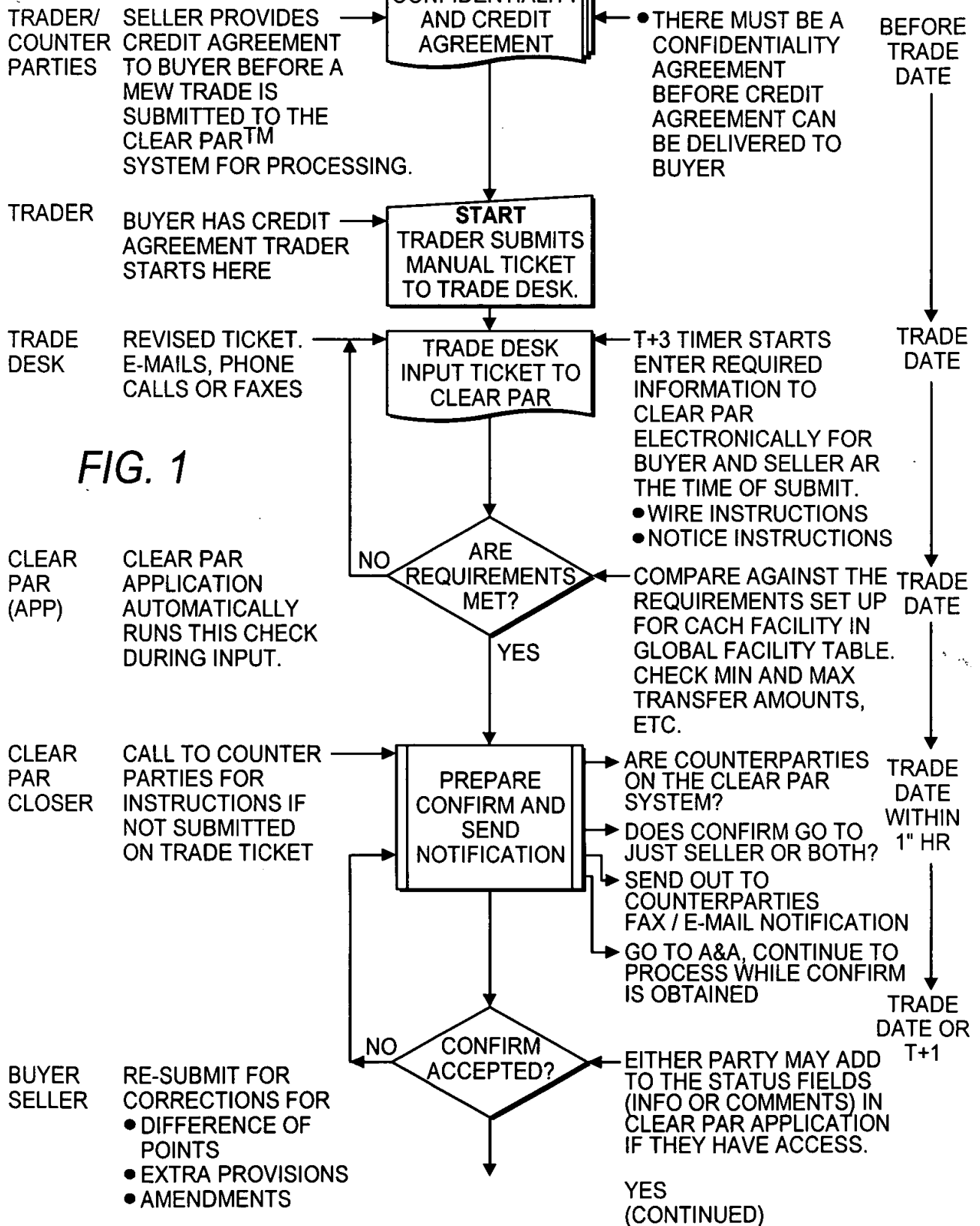


TRADE LIFE CYCLE FLOW CHART



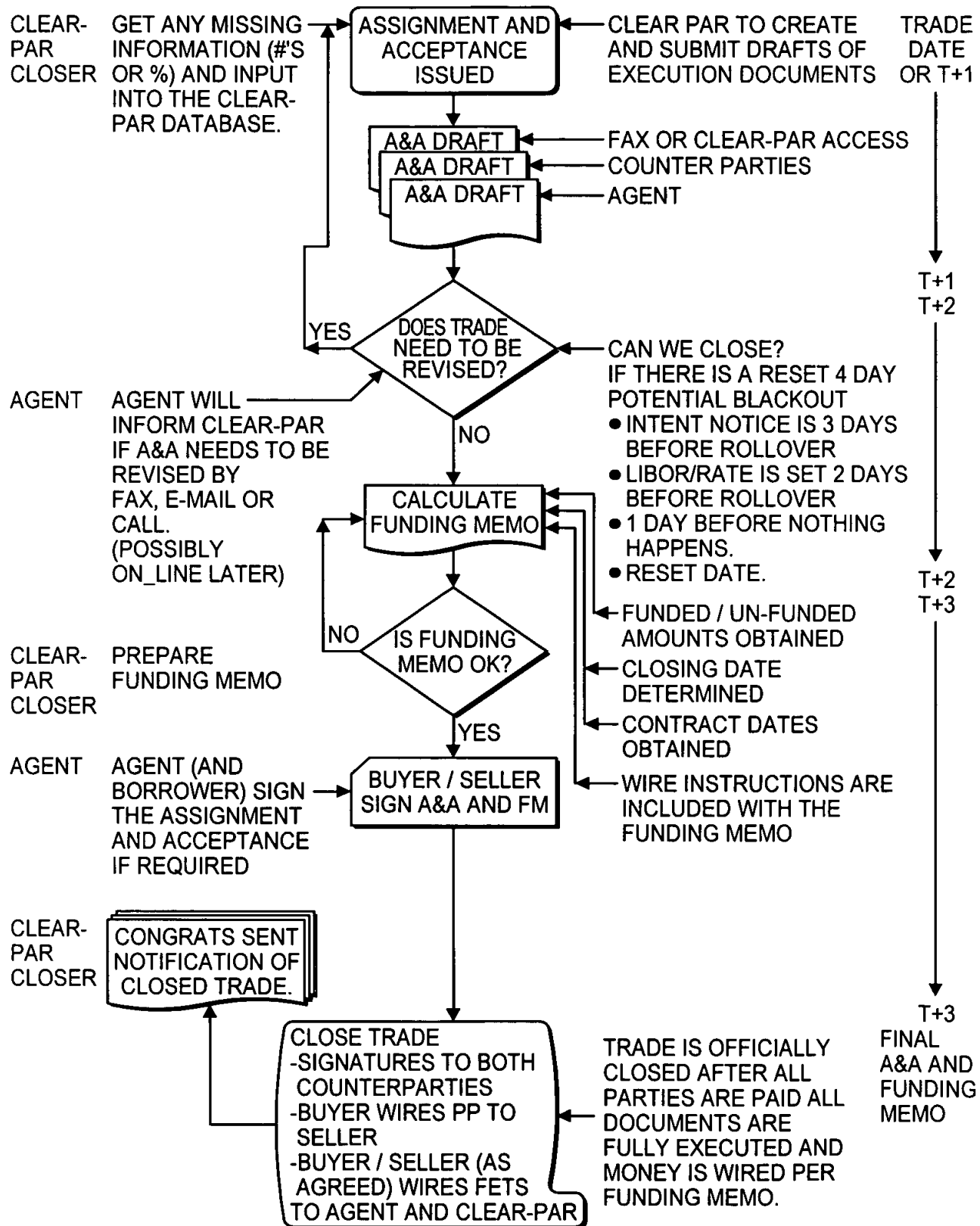


FIG. 2

MICROSOFT ACCESS - [FRM TRADE TICKET : FORM]		[X]																													
FILE EDIT VIEW INSERT FORMAT RECORDS TOOLS WINDOW HELP		[X]																													
ELECTRONIC TRADE TICKET MY COMPANY, INC.																															
CLEARTM PAR CLOSING T-3 PAR ELECTRONIC CLOSING INFORMATION & REPORTING		CLEAR PAR#: 15259259 DATE: 12/1/2000																													
SELLER NAME: MY COMPANY, INC. [ADD] TRADER: MR. TRADER [ADD] ROLE: [ADD]		BUYER NAME: YOUR COMPANY, INC. [ADD] TRADER: MS. TRADER [ADD] ROLE: [ADD]																													
CHECK IF SELLER IS SELLING FROM MULTIPLE FUNDS <input checked="" type="checkbox"/>		CHECK IF BUYER IS PURCHASING INTO MULTIPLE FUNDS <input type="checkbox"/>																													
LOAN NAME: CORPORATION X [ADD]																															
TRANCHES / AMMENDMENTS																															
<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th>FACILITY</th> <th>PORTFOLIO SECURITY ID</th> <th>COMMITMENT</th> <th>CURRENCY</th> <th>PRICE %</th> <th>LAST UPDATED</th> <th>UP FRONT FEES</th> </tr> </thead> <tbody> <tr> <td>TERM LOAN A x</td> <td></td> <td>\$50,000,000.00</td> <td>USD</td> <td>98.12500000</td> <td>12/1/2000</td> <td></td> </tr> <tr> <td>REVOLVER x</td> <td></td> <td>\$50,000,000.00</td> <td>USD</td> <td>98.12500000</td> <td>12/1/2000</td> <td></td> </tr> <tr> <td>* x</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>				FACILITY	PORTFOLIO SECURITY ID	COMMITMENT	CURRENCY	PRICE %	LAST UPDATED	UP FRONT FEES	TERM LOAN A x		\$50,000,000.00	USD	98.12500000	12/1/2000		REVOLVER x		\$50,000,000.00	USD	98.12500000	12/1/2000		* x						
FACILITY	PORTFOLIO SECURITY ID	COMMITMENT	CURRENCY	PRICE %	LAST UPDATED	UP FRONT FEES																									
TERM LOAN A x		\$50,000,000.00	USD	98.12500000	12/1/2000																										
REVOLVER x		\$50,000,000.00	USD	98.12500000	12/1/2000																										
* x																															
SUMMARY: TOTAL COMMITMENT \$100,000,000.00 / AVG PRICE: 98.125% / FEES																															
FEES ASSIGNMENT FEE: \$3,000.00 CLEAR PAR FEE: \$600.00 BROKER FEE:																															
*SPLIT UNLESS PAID BY SELLER <input type="checkbox"/> <input type="checkbox"/> CHECKED PAID BY BUYER <input type="checkbox"/> <input type="checkbox"/>																															
TERMS OF TRADE SETTLEMENT DATE: ENTER DATE: 12/1/2000 OR "NO LATE THAN 10 BUSINESS DAYS AFTER CLOSING."																															
INTEREST TREATMENT: CREDIT DOES METHOD: PARTICIPATION UNDER:																															
SETTLED WITH ACCRUED INTEREST REQUIRED? YES [ASSIGNMENT]																															
OTHER TERMS OF TRADE: NONE																															
COMMENTS EXAMPLE TRADE																															
CANCEL																															
BY/DATE/TIME MR. SUMBIT 12/1/2000 9:29:35 AM																															
SUBMIT TO CLEAR PAR																															
FORM VIEW NUM																															

MICROSOFT ACCESS - [FRMCONFIRM : FORM]									
FILE EDIT VIEW INSERT FORMAT RECORDS TOOLS WINDOW HELP									
CLEAR PAR™ <small>PAR CLOSING T-3 ELECTRONIC CLOSING INFORMATION & REPORTING.</small>			CLEAR PAR#: 15259259		DATE: 12/1/2000		TRADE CONFIRMATION CREATOR		
			PREVIEW CONFIRMATION		PRINT FULL CONFIRMATION				
TO BUYER		YOUR COMPANY, INC.		CREDIT DOES TO BE PROVIDED:		YES		ACCRUED INTEREST: SETTLED WITH ACCRUED INTEREST	
CONTACT: MR. A				FORM OF PURCHASE: ASSIGNMENT				SETTLEMENT DATE: 12/1/2000	
ADDRESS: BELVOIR DRIVE				BUYER DATE:				NO LATER THAN THE DATE 10 BUSINESS DAYS AFTER TRADE DATE.	
CITY/ST/ZIP: WASHINGTONVILLE NY 10992				PAYABLE BY: SELLER DATE:					
PHONE/FAX: (845)-555-5555 (845)-666-6666				OTHER TERMS OF TRADE: NONE					
FROM SELLER MY COMPANY, INC.				CLOSER MS. CLOSER				SUBMIT TO CLOSER	
CONTACT: MR. B				ADDRESS MAIN STREET				SUBMITTED BY	
ADDRESS: APPLE LANE				CITY/ST/ZIP NEW CITY NY 1212				DATE:	
CITY/ST/ZIP: PINE VALLEY NY 55555555				PHONE/FAX: (666)-555-5555 (666)-777-7777				ADMIN 12/1/2000 10:30:19AM	
PHONE/FAX: (666)-555-5555 (666)-777-7777									
TRANCHE INFORMATION FOR CORPORATION X CLEAR PAR RESOURCE VIEW									
SELECT FACILITY		PURCHASE AMOUNT		CURRENT TRADE LIST FOR:					
TERM LOAN A		\$50,000,000.00		PAR# TRADE DATE		TRADE CONFIRM		ASSIGNMENT AND ACCEPTANCE FUNDING EST. T-3 DATE	
REVOLVER		\$50,000,000.00		BORROWER:		CIRC. EXEC. BUYER/BORROWER/SELLER/AGENT		MEMO CIRC./EXEC. ACT. CLOSE:	
*									
TOTAL COMMIT:		\$100,000,000.00							
UP FRONT FEE:									
CREDIT AGREEMENT DATED AS OF JULY 23, 1998, AS AMENDED, MODIFIED AND OR SUPPLEMENTED THEREAFTER, AMONG CORPORATION X THE LENDERS PARTY THERETO, AND BANK 2, N.A. AS ADMINISTRATIVE AGENT AND BANK 3, N.A. AS COLLATERAL AGENT									
RECORD: 1414 1									
NUM									

MICROSOFT ACCESS - [CLEARPAR A&A CREATOR]

FILE EDIT VIEW INSERT FORMAT RECORDS TOOLS WINDOW HELP

CLEAR PAR T3
PAR CLOSING ELECTRONIC CLOSING
INFORMATION & REPORTING

CLEAR PAR#: 15259259
DATE: 12/1/2000

ASSIGNMENT &
ACCEPTANCE CREATOR

PRINT A&A REPORT

PREVIEW A&A REPORT

PRINT A&A REPORT

ASSIGNEE: YOUR COMPANY, INC.
CONTACT: MR. A
ADDRESS: BELVOIR DRIVE
CITY/ST/ZIP: WASHINGTONVILLE NY 10992
PHONE/FAX: (845)-555-5555 (845)-666-6666

ASSOGNOR: MY COMPANY, INC.
MR. B
APPLE LANE
PINE VALLEY NY 123456
(666)-777-7777

FIRM CLEAR PAR LLC
CLOSER MS. CLOSER
ADDRESS MAIN STREET
CITY/ST/ZIP NEW CITY NY 1212
PHONE/FAX (845)-643-2429 (845)-643-7958

AGREEMENT DATED AS OF: 12/1/2000

☒ CHECK IF ISSUING BANKS SIGNATURES ARE REQUIRED FOR TRANSFERS OF REVOLVING CREDITS AND LETTER OF CREDIT EXPOSURES.

PREVIEW A&A

FACILITY'S	PRINCIPAL AMT ASSIGNED	PERCENTAGE ASSIGNED
▶ REVOLVER	\$50,000,000.00	COMMITMENT ASSIGNED 10.18744906 % \$29,625,101.87 OUTSTANDING LOAN 10.18744906 %
TERM LOAN A	\$50,000,000.00	COMMITMENT ASSIGNED 12.98701299 % \$50,000,000.00 OUTSTANDING LOAN 12.98701299 %
RECORD:	1 1 1 ▶ ◀ 1 OF 2	
BANK NAME:	SIGNOFF BY:	DATE:
BANK 2, N.A.		
BANK 3, N.A.		
*		
RECORD:	2 1 1 ▶ ◀ 2 OF 2	

RECORD: 1 | 1 | 1 | ▶ | ◀ | 1 | OF 1

FORM VIEW NUM

[illegible]

CLEARTM <small>PAR CLOSING T-3 PAR ELECTRONIC CLOSING INFORMATION & REPORTING.</small>		ELECTRONIC TRADE TICKET MY COMPANY, INC.		CLEAR PAR#: 15259259 DATE: 12/1/2000
SELLER NAME: YOUR COMPANY, INC. [ADD] TRADER: MR. TRADER [▼] ROLE: [▼]		BUYER NAME: MY COMPANY, INC. [ADD] TRADER: MRS. TRADER [▼] ROLE: [▼]		BROKER NAME: NONE [▼] [ADD]
CHECK IF SELLER IS SELLING FROM MULTIPLE FUNDS <input checked="" type="checkbox"/>		LOAN NAME: CORPORATION Y [ADD]		CHECK IF BUYER IS PURCHASING INTO MULTIPLE FUNDS <input type="checkbox"/>
TRANCHES AMMENDMENTS				
FACILITY	PORTFOLIO SECURITY ID	COMMITMENT CURRENCY	PRICE %	LAST UPDATED UP FRONT FEES
▶ TERM LOAN A x		USD	98.87500000	12/1/2000
REVOLVER x		USD	95.12500000	12/1/2000
* [x]				
SUMMARY:		TOTAL COMMITMENT \$12,000,000.00 / AVG PRICE: 97%		FEES
FEES ASSIGNMENT FEE: [\$3,000.00] CLEAR PAR FEE: [\$600.00] BROKER FEE: [] *SPLIT UNLESS PAID BY SELLER <input type="checkbox"/> PAID BY BUYER <input type="checkbox"/>				
TERMS OF TRADE SETTLEMENT DATE: [] OR "NO LATE THAN [10] BUSINESS DAYS AFTER CLOSING."				
ENTER DATE: [] METHOD: PARTICIPATION UNDER: []				
INTEREST TREATMENT: CREDIT DOES REQUIRED? YES [] ASSIGNMENT []				
SETTLED WITH ACCRUED INTEREST [] REQUIRED? YES [] ASSIGNMENT []				
OTHER TERMS OF TRADE: THERE ARE NO OTHER TERMS OF THIS TRADE.				
COMMENTS EXAMPLE TRADE				<input type="button" value="CANCEL"/>

FIG. 7

[illegible]

FIG. 8

MICROSOFT ACCESS - [CLEARPAR A&A CREATOR]

FILE EDIT VIEW INSERT FORMAT RECORDS TOOLS WINDOW HELP

CLEARTM
PAR CLOSING T-3
ELECTRONIC CLOSING
INFORMATION & REPORTING

CLEAR PAR#: 15259259
DATE: 12/1/2000

ASSIGNMENT &
ACCEPTANCE CREATOR

PREVIEW
A&A REPORT

PRINT A&A
REPORT

ASSIGNEE:	MY COMPANY, INC.	ASSIGNOR:	YOUR COMPANY, INC.						FIRM	CLEAR PAR LLC
CONTACT:	MR. B		MR. A					CLOSER	MS. CLOSER	
ADDRESS:	APPLE LANE		BELVOIR DRIVE					ADDRESS	MAIN STREET	
CITY/ST/ZIP:	PINE VALLEY NY 12345	WASHINGTONVILLE NY 10992						CITY/ST/ZIP	NEW CITY NY 12121	
PHONE/FAX:	(666)-555-5555	(845)-777-7777	(845)-555-5555	(845)-666-6666				PHONE/FAX	(845)-643-2429 (845)-643-7958	

AGREEMENT DATED AS OF:
12/1/2000

☒ CHECK IF ISSUING BANKS SIGNATURES ARE REQUIRED FOR TRANSFERS OF REVOLVING CREDITS AND LETTER OF CREDIT EXPOSURES.

PREVIEW
A&A

FACILITY'S	PRINCIPAL AMT ASSIGNED	PERCENTAGE ASSIGNED
▶ REVOLVER	\$4,000,000.00 COMMITMENT ASSIGNED \$3,144,254.28 OUTSTANDING LOAN	0.81499593 % 0.81499593 %
TERM LOAN A	\$8,000,000.00 COMMITMENT ASSIGNED \$7,680,000.00 OUTSTANDING LOAN	3.20000000 % 3.20000000 %

RECORD: |<<|>>| 1 || ▶ | ◀ | ▶ | ◀ | ▶ | OF 2

BANK NAME:

SIGNOFF BY: DATE: BANK SIGN OFF TITLE:

BANK TWO

BANK THREE

BANK FOUR

*

RECORD: |<<|>>| 3 || ▶ | ◀ | ▶ | ◀ | ▶ | OF 4

RECORD: |<<|>>| 1 || ▶ | ◀ | ▶ | ◀ | ▶ | OF 1

FORM VIEW NUM

MICROSOFT ACCESS - [FRMFUNDING MEMO : FORM]					
FILE EDIT VIEW INSERT FORMAT RECORDS TOOLS WINDOW HELP					
CLEAR PAR#:					
FUNDING MEMO CREATOR					
PAR CLOSING T-3 PAR					
ELECTRONIC CLOSING INFORMATION & REPORTING					
TRADE DATE: T+3 DATE: ACTUAL CLOSING DATE: CREDIT					
12/1/2000 12/6/2000 CORPORATION Y					
PREVIEW REPORT PRINT CLOSE					
REPORT TRADE					
FROM YOUR COMPANY, INC.					
TO MY COMPANY, INC.					
CONTACT: MR. A MR. B FIRM CLEAR PAR LLC					
ADDRESS: BELVOIR DRIVE APPLE LANE CLOSER MS. CLOSER					
CITY/ST/ZIP: WASHINGTONVILLE NY 10992 PINE VALLEY NY 12345 ADDRESS MAIN STREET					
PHONE/FAX: (845)-555-5555 (845)-666-6666 (666)-555-5555 (666)-777-7777 CITY/ST/ZIP NEW CITY NY 12121					
PHONE/FAX (845)-643-2429 (845)-643-7958					
**ENTER RE AND CREDIT AGREEMENT TEXT FOR FUNDING MEMO REPORT: PAYMENT INSTRUCTIONS:					
ENTER RE: ASSIGNMENT SELL DATED 12/1/00 TO BANK YOUR COMPANY BANK ACCOUNT # 1234567					
AGREEMENT CORPORATION Y ATTN YOUR MANAGER ABA# 9876543					
NAME: REFERENCE CORPORATION Y ACCT NAME EXAMPLE ACCOUNT					
GLOBAL GLOBAL UNFUNDED BUYER'S REMIT BUYER'S					
FACILITY: COMMITMENT OUTSTANDING AMOUNT SALE AMOUNT PRICE% AMOUNT BENEFIT					
▶ REVOLVER \$490,800,000.00 \$385,800,000.00 \$105,000,000.00 \$4,000,000.00 98.125 \$2,990,971.88 \$41,717.60					
TERM LOAN A \$250,000,000.00 \$240,000,000.00 \$10,000,000.00 \$8,000,000.00 98.125 \$7,593,600.00 \$3,600.00					
RECORD: 1 OF 2 4					
LOANS OUTSTANDING UNDER SELECTED REVOLVER AS OF DECEMBER 01, 2000 (EFFECTIVE DATE)					
PRICING CUR GLOBAL AMOUNT BUYER'S SHARE START REPICING BASE MARGIN% RAC RATE% ALL IN RATE%:					
OPTION: OF LOAN: OF LOAN: DATE: DATE: RATE: RATE:					
EURO USD \$15,800,000.00 \$128,769.36 9/15/2000 12/15/2000 6.1875 3.5 9.6875					
EURO USD \$185,000,000.00 \$1,466,992.67 10/1/2000 1/2/2001 6.1875 3 8.1875					
EURO USD \$190,000,000.00 \$1,548,492.27 11/1/2000 2/1/2001 5.1875 3 8.1875					
RECORD: 3 OF 3					
FORM VIEW NUM					

CLEAR PAR APPLICATION - [FRM TRADESTATUS : FORM]		FILE EDIT VIEW INSERT FORMAT RECORDS TOOLS WINDOW HELP	
CLEAR PAR#: CLEAR T3PAR™ PAR CLOSING ELECTRONIC CLOSING INFORMATION & REPORTING		BUYER: YOUR COMPANY, INC. SELLER: MY COMPANY, INC. BORROWER: CORPORATION X	
TRADE DATE: 12/1/2000		TRADER'S COMMENTS: PLEASE PROCESS THIS EXAMPLE TRADE (USERNAME 12/1/2000 11:18:22 AM)	
TRADE TIME LINE		CREDIT AGREEMENT CREDIT AGREEMENT DATED AS OF SEPTEMBER 7, 1999, (AS AMENDED AND IN EFFECT ON THE DATE HEREOF, THE "CREDIT AGREEMENT") AMONG CORPORATION X, AS BORROWER, THE	
T+1 12/1/2000	T+2 12/5/2000	T+3 12/6/2000	
THANKS FOR CLOSING IN T + 3 (USERNAME 12/6/2000 11:20:53 AM)			
ADD TRADE STATUS ADD T+1 STATUS ADD T+2 STATUS ADD T+3 STATUS ACTUAL CLOSING DATE: 12/6/2000			
TRADE CONFIRMATION <input checked="" type="checkbox"/> CIRCULATED 12/1/2000 11:16:58 AM <input checked="" type="checkbox"/> CIRCULATED 12/5/2000 11:17:07 AM <input checked="" type="checkbox"/> CIRCULATED 12/6/2000 11:17:11 AM			
EXECUTED BUYER <input checked="" type="checkbox"/> SELLER <input checked="" type="checkbox"/> BUYER <input checked="" type="checkbox"/> SELLER <input checked="" type="checkbox"/> BUYER <input checked="" type="checkbox"/> SELLER <input checked="" type="checkbox"/>			
ASSIGN & ACCEPT <input checked="" type="checkbox"/> CIRCULATED 12/1/2000 11:17:01 AM <input checked="" type="checkbox"/> CIRCULATED 12/5/2000 11:17:10 AM <input checked="" type="checkbox"/> CIRCULATED 12/6/2000 11:17:13 AM			
EXECUTED BUYER <input checked="" type="checkbox"/> SELLER <input checked="" type="checkbox"/> BUYER <input checked="" type="checkbox"/> SELLER <input checked="" type="checkbox"/> BUYER <input checked="" type="checkbox"/> SELLER <input checked="" type="checkbox"/>			
FUNDING MEMO <input checked="" type="checkbox"/> CIRCULATED 12/1/2000 11:16:58 AM <input checked="" type="checkbox"/> CIRCULATED 12/5/2000 11:17:10 AM <input checked="" type="checkbox"/> CIRCULATED 12/6/2000 11:17:13 AM			
EXECUTED BUYER <input checked="" type="checkbox"/> SELLER <input checked="" type="checkbox"/> BUYER <input checked="" type="checkbox"/> SELLER <input checked="" type="checkbox"/> BUYER <input checked="" type="checkbox"/> SELLER <input checked="" type="checkbox"/>			
CONTACTS: BUYER _____ SELLER _____			
FORM VIEW			